

TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 981.
FILED, OCTOBER 17th. 1963.

PEERLESS CANADIAN EXPLORATIONS LIMITED

Full corporate name of Company

Incorporated under The Companies Act (Ontario) by Letters Patent dated May 12, 1952

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953

(Ontario) by Letters Patent dated May 1st, 1957).

Reference is made to previous Filing Statement No. 897 & Amending Filing Statement No. 114.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	<p>(a) The Company proposes to purchase a group of five mining claims in Poirier Township, P.Q. from Elmore Dillman, as set out in item 11 hereof.</p> <p>(b) The assignment of the Underwriting and Option Agreement dated May 27, 1963, from Dobieco to W.D. Latimer Co. Limited as set out in item 7. hereof.</p> <p>(c) Change in control of the Company.</p>										
2. Head office address and any other office address.	Suite 906, 357 Bay Street, Toronto 1, Ontario										
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p>On the 11th day of October, 1963, Mr. Lewis Dillman resigned as Director and President of the Company and was replaced by Mr. A. B. Whitelaw as President of the Company and by Mr. L. F. Elford, as a Director of the Company. The Directors and Officers of the Company are now as follows:</p> <table> <tr> <td>Archibald Burnside Whitelaw</td><td>President and Director. Solicitor. 11 Yorkleigh Ave. Weston, Ontario.</td></tr> <tr> <td>Sydney Albert Perry</td><td>Vice-President and Director. Professional Mining Executive and Corporate Secretary. Apt. 712, 1 Benvenuto Place, Toronto.</td></tr> <tr> <td>George Donald Pattison</td><td>Secretary-Treasurer and Director. Professional Mining Executive and Corporate Secretary. 235 Dawlish Avenue, Toronto.</td></tr> <tr> <td>Robert Donald Bell</td><td>Director. Chartered Accountant and Mining Executive. 7 Hi Mount Drive, Willowdale, Ontario.</td></tr> <tr> <td>Lloyd Freeman Elford</td><td>Director. Executive. 80 Norseman Street, Toronto, Ontario.</td></tr> </table>	Archibald Burnside Whitelaw	President and Director. Solicitor. 11 Yorkleigh Ave. Weston, Ontario.	Sydney Albert Perry	Vice-President and Director. Professional Mining Executive and Corporate Secretary. Apt. 712, 1 Benvenuto Place, Toronto.	George Donald Pattison	Secretary-Treasurer and Director. Professional Mining Executive and Corporate Secretary. 235 Dawlish Avenue, Toronto.	Robert Donald Bell	Director. Chartered Accountant and Mining Executive. 7 Hi Mount Drive, Willowdale, Ontario.	Lloyd Freeman Elford	Director. Executive. 80 Norseman Street, Toronto, Ontario.
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Robert Donald Bell	Director. Chartered Accountant and Mining Executive. 7 Hi Mount Drive, Willowdale, Ontario.										
Lloyd Freeman Elford	Director. Executive. 80 Norseman Street, Toronto, Ontario.										
4. Share capitalization showing authorized and issued and outstanding capital.	<p>Authorized : 5,000,000 shares of the par value of \$1.00 each</p> <p>Issued : 3,060,000 shares</p>										
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Nil										
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	<p>By Agreement in writing dated the 27th day of September, 1963, Dobieco Limited assigned to W. D. Latimer Co. Limited, 244 Bay Street, Toronto, all its interest in the outstanding options set out in an agreement between the Company and Dobieco Limited dated May 27, 1963, which options are exercisable as follows:</p> <p>100,000 shares at 25¢ per share on or before December 20, 1963;</p> <p>100,000 shares at 30¢ per share on or before March 20, 1964;</p> <p>100,000 shares at 35¢ per share on or before June 20, 1964;</p> <p>50,000 shares at 40¢ per share on or before September 20, 1964.</p> <p>W. D. Latimer Co. Limited has agreed to take down and pay for the first option, namely, 100,000 shares at 25¢ per share, forthwith upon acceptance of this Filing Statement by the Toronto Stock Exchange.</p> <p>The Company has granted to Walter W. Tyler of Denver, Colorado, an option to purchase all or any part of 25,000 shares of the capital stock of the Company at 25¢ per share during the first year of his employment (commencing from August 1, 1963) and a further option to purchase all or any part of 10,000 shares during the second year of his employment at 35¢ per share. The said option is subject to acceptance by the Toronto Stock Exchange and is only exercisable while Tyler is a full time employee of the Company and remunerated as such. In the event of Tyler's death, his executors shall have a period of six months from the date of same to take up and pay for any outstanding options. The said options are not assignable.</p>										
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	<p>The only persons having a greater than 5% interest in W. D. Latimer Co. Limited are as follows:</p> <p>W. D. Latimer, 29 Edgehill Road, Toronto, Ontario,</p> <p>W. L. Downes, 3055 Sherbrooke Street, Westmount, P.Q.,</p> <p>D. G. MacGregor, 128 Glen Manor Drive, Toronto, Ontario.</p> <p>Urban Securities Limited 244 Bay Street, Toronto.</p> <p>WDL Holdings Limited, 244 Bay Street, Toronto</p>										
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None										
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	<p>The Company intends to use the proceeds of the Underwriting to -</p> <ol style="list-style-type: none"> 1. Pay part of the consideration for the acquisition of the property in Poirier Township from Elmore Dillman. 2. Carry out a magnetometer survey on same at a cost of approximately \$3,000. 3. Carry out a programme of approximately 2,000 feet of diamond drilling on the said claims if recommended by the Company's Engineer at a cost of approximately \$10,000. <p>The balance will be used for general corporate and administrative purposes.</p>										

FINANCIAL STATEMENTS

PEERLESS CANADIAN EXPLORATIONS LIMITED

BALANCE SHEET

August 31, 1963

ASSETS

Current Assets

Bank

Sundry debtors

Drilling deposit (note 1)

Investments, at cost

Shares in other mining company
(approximate market value
\$11,000.00)

Advances re incorporation of a
subsidiary in the Republic of
Ireland and obtaining a
prospecting license

Advance to secure interest in mining
company

Fixed Assets, at cost

Mining claims

Buildings,
plant and equipment

Deferred exploration, development and
administration charges

LIABILITIES

Current Liabilities

Accounts payable and accrued expenses

Capital Stock and Deficit

Capital Stock (notes 2, 3, 4, 5, 6)

Authorized

5,000,000 shares, par value of
\$1.00 each

Issued and Fully Paid

3,150,000 shares \$3,150,000.00
Less: Discount 2,038,980.70

Deficit

\$ 15,244.67

\$ 37,238.51

4,000.00

\$11,750.00

2,117.50

5,300.00

19,167.50

\$38,958.45

23,030.47

61,988.92

198,421.38

\$320,816.31

\$1,111,019.30

805,447.66

305,571.64

\$320,816.31

Approved on behalf of the Board

Director

Director

The accompanying notes are an
integral part of this balance sheet.

October 1, 1963

PEERLESS CANADIAN EXPLORATIONS LIMITED

NOTES TO FINANCIAL STATEMENTS

August 31, 1963

1. The company is contingently liable in the amount of \$9,147.00 in an action against it to recover costs to drill a second well in Manitoba Helium and Natural Gas Reservations Nos. 1 and 2. The company has denied any liability in connection with this claim. A drilling deposit of \$4,000.00 has not been repaid to the company pending settlement of this dispute.
2. Under an agreement dated March 7, 1963 subsequently amended the company has agreed to purchase from Lajo Mines Limited the mill and mining equipment and an option to purchase certain claims in consideration for royalty payments not to exceed \$454,577.57 payable out of production receipts at the rate of 5% of net smelter returns. In addition the company has agreed to purchase from Lajo Mines Limited patented mining claims originally subject to option and referred to above in consideration for the sum of \$12,500.00 and the issue of 200,000 shares of the company's capital stock to be placed in escrow subject to release by the Toronto Stock Exchange. The agreement concerning the purchase of claims is subject to the acceptance by the Toronto Stock Exchange of a filing statement. The transactions recorded in this note were not closed at August 31, 1963 and have not been reflected in the financial statements.
3. Under an agreement dated September 20, 1963 the company has agreed to purchase certain mining claims in consideration for the sum of \$10,000.00 and the issue of 250,000 shares of the company's capital stock, of which 90% will be escrowed, subject to release by the Toronto Stock Exchange. This agreement is subject to acceptance by the Toronto Stock Exchange of a filing statement.
4. Options outstanding on the shares of the company's capital stock are as follows:
100,000 shares at 25¢ per share on or before December 20, 1963
100,000 shares at 30¢ per share on or before March 20, 1964
100,000 shares at 35¢ per share on or before June 20, 1964
50,000 shares at 40¢ per share on or before September 20, 1964

The interest of the underwriter in the options referred to above in this note has been assigned and upon acceptance of a filing statement by the Toronto Stock Exchange the assignee has agreed to take down and pay for the first option referred to above, namely 100,000 shares at 25¢ per share. The donated shares referred to in note 6 below will be sold as part of the 100,000 shares referred to in this paragraph.
5. Since February 28, 1963 the company has issued 550,000 shares of the company's capital stock for \$122,500.00.
6. 90,000 issued and fully paid shares of the company's capital stock have been donated to the company and are being held in trust for the benefit of the treasury of the company.

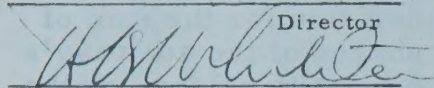
PEERLESS CANADIAN EXPLORATIONS LIMITED

STATEMENT OF DEFICIT

For the Period February 28, 1963 to August 31, 1963

Deficit, February 28, 1963		\$745,157.56
Add:		
Mining claims, interest in leases and exploration charges		
Costa Rica	\$33,590.85	
Flin Flon	9,549.07	
Halton County	1,278.46	
Sundry	101.08	
Interest in Manitoba Helium and Natural Gas Reservations and exploration charges	15,769.64	
Oil and gas royalties	1.00	60,290.10
Deficit, August 31, 1963		<u>\$805,447.66</u>

Approved on behalf of the Board


 Director
 Director

PEERLESS CANADIAN EXPLORATIONS LIMITED

STATEMENT OF DEFERRED EXPLORATION, DEVELOPMENT AND ADMINISTRATION CHARGES

For the Period February 28, 1963 to August 31, 1963

Exploration and Development

Calvin Township

Balance, February 28, 1963 \$ 23,536.45

Mallard Lake Area

Balance, February 28, 1963 2,500.35

Utica Mine

Mine office	\$ 3,024.53	
Travelling	231.95	
Roads and surface improvements	4,709.59	
Camp maintenance	10,064.91	
Insurance	1,158.50	
Shop	1,428.58	
Assaying	197.90	
Engineering	1,722.11	
Medical	15.93	
Cookery	3,262.84	
Miscellaneous	12.77	
Unemployment insurance	241.36	
Underground supplies	9,424.48	
Underground wages	24,641.50	
Mill supplies	403.28	
Unallocated	4,000.00	64,540.23

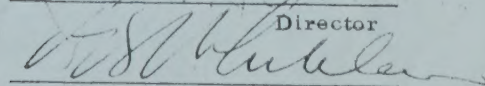
Head Office and Administration

Directors fees	\$ 225.00	
Accounting and secretarial	1,500.00	
Travelling	883.03	
Rent	600.00	
Telephone and telegraph	1,218.23	
Postage, stationery and supplies	12.73	
Share issue	3,184.47	
Management fee	5,500.00	
Legal and audit	4,436.00	
Meetings and reports	327.53	
General	520.20	
Financing	8,131.63	

	\$26,538.82	
Balance, February 28, 1963	81,305.53	107,844.35

Total per balance sheet		<u>\$198,421.38</u>
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Approved on behalf of the Board


 Director
 Director

PEERLESS CANADIAN EXPLORATIONS LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

For the Period February 28, 1963 to August 31, 1963

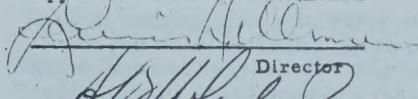
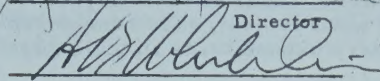
Working Capital February 28, 1963		
Bank	\$ 349.58	
Balance due on sale of equipment	10,000.00	
Sundry debtors	1,016.14	
	<u>\$ 11,365.72</u>	
Less: Accounts payable and accrued expenses	7,208.93	\$ 4,156.79
Funds Provided:		
Sale of treasury shares	\$122,500.00	
Refund of drilling deposits -		
Dillman Oil Properties Limited	10,000.00	
Province of Saskatchewan	2,500.00	135,000.00
		<u>\$139,156.79</u>
Funds Applied:		
Capital expenditures at Utica		
Mine, Province of British Columbia	\$ 22,280.47	
Advances re incorporation of subsidiary in the Republic of Ireland and obtaining a prospecting license	2,117.50	
Mining claims	60.88	
Exploration and development expenditures	66,165.28	
Administration expenditures	26,538.82	117,162.95
		<u>\$ 21,993.84</u>

SCHEDULE OF WORKING CAPITAL

August 31, 1963

Bank	\$ 35,847.12	
Sundry debtors	1,391.39	
	<u>\$ 37,238.51</u>	
Less: Accounts payable and accrued expenses	15,244.67	\$ 21,993.84

Approved on behalf of the Board


Director

Director

(Supporting Statement of Source and Application of Funds)

PEERLESS CANADIAN EXPLORATIONS LIMITED

SCHEDULE OF EXPLORATION AND DEVELOPMENT EXPENDITURES

For the Period February 28, 1963 to August 31, 1963

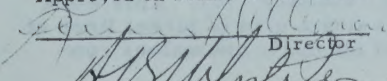
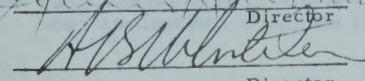
<u>Costa Rica</u>		
Engineering		\$ 1,168.33
<u>Petroleum and Natural Gas Leases</u>		
Insurance	\$ 119.10	
Less: Royalty income	19.02	100.08
<u>Halton County</u>		
Drilling		356.64
<u>Utica Mine</u>		
Mine office	\$ 3,024.53	
Travelling	231.95	
Roads and surface improvements	4,709.59	
Camp maintenance	10,064.91	
Insurance	1,158.50	
Shop	1,428.58	
Assaying	197.90	
Engineering	1,722.11	
Medical	15.93	
Cookery	3,262.84	
Miscellaneous	12.77	
Unemployment insurance	241.36	
Underground supplies	9,424.48	
Underground wages	24,641.50	
Mill supplies	403.28	
Unallocated	4,000.00	64,540.23
		<u>\$66,165.28</u>

SCHEDULE OF ADMINISTRATION EXPENDITURES

For the Period February 28, 1963 to August 31, 1963

Directors fees	\$ 225.00	
Accounting and secretarial	1,500.00	
Travelling	883.03	
Rent	600.00	
Telephone and telegraph	1,218.23	
Postage, stationery and supplies	12.73	
Share issue	3,184.47	
Management fee	5,500.00	
Legal and audit	4,436.00	
Meetings and reports	327.53	
General	520.20	
Financing	8,131.63	
	<u>\$26,538.82</u>	

Approved on behalf of the Board


Director

Director

ENGINEER'S REPORT

Note - The following are excerpts from a report by M. Zurowski, B.Sc., P.Eng., dated September 27th, 1963, on the mining claims located in Poirier Township, County of Abitibi East, Province of Quebec; A complete copy of this report is on file at the Toronto Stock Exchange.

REPORT ON A MINING PROPERTY situated in Poirier Township - County of Abitibi East Province of Quebec

SUMMARY and CONCLUSIONS

The property consists of five mining claims, totalling 350 acres. It is situated in the northwest quarter of Poirier township, County of Abitibi East in the Province of Quebec. It adjoins the property of Rio Algom and it is located about two miles southwest of the properties of Joutel Copper Mines Limited and Northern Exploration Limited. Copper deposits have been outlined on the properties of Joutel Copper and Rio Algom and the presence of a zinc-copper deposit has been revealed by diamond drilling on the property of Northern Explorations Limited. These three deposits occur in a horizontal distance of about 2-1/2 miles along an arch-like structure trending roughly east-west.

Rock outcrops are absent on the subject property, but from those scattered exposures in the surrounding area its geology is considered favorable for the localization of base metal deposits.

A magnetic survey of the property in 1961 revealed at least three magnetic anomalous zones, possessing shape and magnitude characteristics which could be interpreted to be due to metallization or to structural features in the underlying rocks of the property. These anomalous zones have not been investigated further. Absence of outcrop and the presence of varying thickness of overburden limits the type of work feasible.

Nevertheless, in lieu of the recent discovery of a zinc-copper deposit on the property of Northern Explorations Limited, under similar physiographic features, and in a similar geological environment, it is considered that the subject property deserves the necessary expenditures in the exploration of it for base metal deposits.

RECOMMENDATIONS

The following is recommended:

1. That additional magnetic surveying be conducted over the property at a closer grid interval in order to outline those magnetic zones present more fully. A line interval of 200 feet should be used over the entire property, with 100-foot line interval over anomalous zones.

2. That the magnetic anomalous zones be surveyed with both electromagnetic and induced polarization survey techniques in order to determine if sulphide mineralization is entirely or in part responsible for causing the magnetic anomalies.

3. That at least 1500 feet of diamond drilling be performed to investigate the geophysical anomalous conditions present on the property for both precious and base metal mineralization.

It is estimated that at least \$17,500.00 would be required to execute this exploration work. Naturally, any further expenditures above this estimate would depend upon the success obtained.

PROPERTY, LOCATION, ACCESS, ETC.

This property is comprised of five contiguous mining claims, totalling 350 acres. It consists of claims 1 to 3 of miner's certificate 195248 comprising the south half of lots 7 to 9 inclusive and claims 1 and 2 of miner's certificate 195249 comprising lots 9 and 10, all situated in Range 9, Township of Poirier, County of Abitibi East, Province of Quebec.

The claim group adjoins to the south of the property of Rio Algom. It is two miles south of the property of Joutel Copper Mines Limited and about two miles southwest of the property of Northern Explorations Limited.

Poirier township is situated about 55 miles north of the town of Amos, Quebec. It is accessible by air from Amos and by a road connecting Amos and the townsite of Mattagami Lake. This road passes about 12 miles east of the subject property.

The surface of the property is flat and it is covered by varying thickness of glacial debris. Bedrock exposures are not present and consequently precludes prospecting of the property for mineral deposits by the conventional method.

HISTORY

The most recent and what appears to be the only exploratory work on the property for mineral deposits was done in February 1961. This work consisted solely of a ground magnetic survey using a grid of picket lines at 400-foot spacing. This work revealed several magnetic anomalous conditions on the property.

CERTIFICATE

I, Michael Zurowski, of the City of Toronto, in the Province of Ontario, hereby certify as follows:

1. That I am a practising Geological Engineer with offices at Suite 403 - 25 Adelaide St. West, Toronto, Ontario and I am a partner in the firm of Simard, Knight & Associates.
2. That I am a graduate of the University of Saskatchewan holding the degree of B.Sc., in Geological Engineering, and I am a member of the Association of Professional Engineers of the Province of Ontario. I have been practising my profession for the past thirteen years.
3. That I have no interest either directly or indirectly and I do not expect to receive any interest either directly or indirectly in this property.
4. That the accompanying report is not based on a personal examination of the property, but upon the following:
 - (a) Experience gained as a consulting geologist for many mineral exploration projects in the Joutel-Poirier Area, Quebec.
 - (b) Reference to the following geological publications and records:
 - (1) Geological Survey of Canada, Paper 38-18.
 - (2) Mistawak Map area 1933 and accompanying report.
 - (3) Geological Survey of Canada - Gale River Sheet, Map 554A and accompanying notes.
 - (4) Unpublished magnetic map of subject property to the scale of 1 inch equals 200 feet.
 - (5) Geological Survey of Canada Aeromagnetic Paper 521G "Kistabiche Creek".
5. That this certificate applies to claims 1 to 3 inclusive of miner's certificate 195248 and claims 1 and 2 of miner's certificate 195249, all situated in Range 9 of Poirier township, Province of Quebec.

DATED at Toronto, Ontario this 27th day of September, 1963.



Michael Zurowski, B.Sc., P.Eng.

10. Brief statement of company's chief development work during past year.	The Company has continued its programme of preparing the Utica Mining property in Kaslo, B.C. for the milling of ore and has carried out an electromagnetic survey of its property in the Temiskaming area, Ontario.										
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	By agreement in writing dated the 20th day of September, 1963, made between the Company and Elmore Dillman of 2050 Stavebank Road North, Cooksville, Ontario, the Company agreed to purchase a group of five mining claims situate in Poirier Township, P.Q. containing approximately 350 acres, from the said Elmore Dillman for the sum of \$10,000 cash and the allotment and issue to the said Elmore Dillman of 250,000 shares of the capital stock of the Company of which 90% will be placed in escrow with Prudential Trust Co. Limited subject to release on the written consent of the Toronto Stock Exchange. The said transaction is subject to acceptance by the Toronto Stock Exchange.										
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	The only person who will receive a greater than 5% interest in the consideration for the property referred to in item 11. hereof is the said Elmore Dillman.										
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None										
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	N.A.										
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table><tr><td>Lewis Dillman, 177 St. George St. Toronto.</td><td>356,001 shares</td></tr><tr><td>John Frame & Company, 11 Adelaide St. W. Toronto</td><td>349,533 shares</td></tr><tr><td>Draper, Dobie & Co. Ltd. 25 Adelaide St. W. Toronto</td><td>157,696 shares</td></tr><tr><td>Goodwin Harris & Co. Ltd. 347 Bay St. Toronto</td><td>110,300 shares</td></tr><tr><td>James Richardson & Sons, Portage Ave. Winnipeg</td><td>106,975 shares</td></tr></table> <p>The Company has no knowledge of the beneficial owners of shares registered in brokers' names.</p>	Lewis Dillman, 177 St. George St. Toronto.	356,001 shares	John Frame & Company, 11 Adelaide St. W. Toronto	349,533 shares	Draper, Dobie & Co. Ltd. 25 Adelaide St. W. Toronto	157,696 shares	Goodwin Harris & Co. Ltd. 347 Bay St. Toronto	110,300 shares	James Richardson & Sons, Portage Ave. Winnipeg	106,975 shares
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John Frame & Company, 11 Adelaide St. W. Toronto	349,533 shares										
Draper, Dobie & Co. Ltd. 25 Adelaide St. W. Toronto	157,696 shares										
Goodwin Harris & Co. Ltd. 347 Bay St. Toronto	110,300 shares										
James Richardson & Sons, Portage Ave. Winnipeg	106,975 shares										
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	W. D. Latimer Co. Limited have purchased all shares remaining in the name of Lewis Dillman and Mr. Dillman no longer has any interest in the Company. W. D. Latimer Co. Limited are now, therefore, in a position to materially affect control of the Company and are also in a position to obtain proxies from other substantial shareholders in sufficient amounts to retain control of the Company.										
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table><tr><td></td><td>BOOK Value</td><td>Market Value</td></tr><tr><td>100,000 shares of Magoma Mines Limited</td><td>\$11,750</td><td>\$10,000</td></tr></table>		BOOK Value	Market Value	100,000 shares of Magoma Mines Limited	\$11,750	\$10,000				
	BOOK Value	Market Value									
100,000 shares of Magoma Mines Limited	\$11,750	\$10,000									
18. Brief statement of any lawsuits pending or in process against company or its properties.	Sedco Exploration Limited of Calgary, Alberta, has instituted proceedings against the Company in the Supreme Court of Ontario, claiming the sum of \$9,147.00 for work done and materials supplied in connection with the drilling of a well known as H.H. Peerless Prov. Sarnoil Lundar 14-17-20-5 in the Province of Manitoba. The Company denies any liability in this matter and the case is proceeding.										
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None.										
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. The shares of the Company are still in the course of primary distribution to the public.										

DATED October 1, 1963

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"L. Dillman"

"A.B. Whitelaw"

PEERLESS CANADIAN EXPLORATIONS LIMITED
CORPORATE SEAL
Director
Director

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

W. D. LATIMER CO. LIMITED

"D.G. MacGregor"